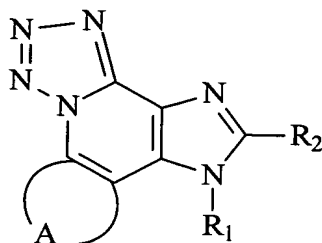


Amendments to the Claims:

1-20 (cancelled)

21. (currently amended) A compound of formula



wherein

A is ~~-N=CR-CR=CR-; -CR=N-CR=CR-; -CR=CR-N=CR-; or -CR=CR-CR=N-~~
~~=N-CR=CR-CR-; -CR-N=CR-CR-; -CR-CR-N=CR-; or -CR-CR-CR-N=;~~

R₁ is selected from the group consisting of:

-hydrogen;

-C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;

-heteroaryl;

-heterocyclyl;

-O-C₁₋₂₀ alkyl,

-O-(C₁₋₂₀ alkyl)₀₋₁-aryl;

-O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;

-O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;

-C₁₋₂₀ alkoxycarbonyl;

-S(O)₀₋₂-C₁₋₂₀ alkyl;

-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;

-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;

-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;

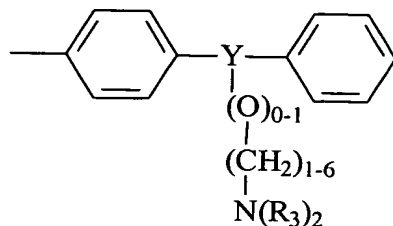
-N(R₃)₂;

-N₃;

oxo;
-halogen;
-NO₂;
-OH; and
-SH; and

-C₁₋₂₀ alkyl-NR₃-Q-X-R₄ or -C₂₋₂₀ alkenyl-NR₃-Q-X-R₄ wherein Q is -CO- or -SO₂-; X is a bond, -O- or -NR₃- and R₄ is aryl; heteroaryl; heterocyclyl; or -C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;
-heteroaryl;
-heterocyclyl;
-O-C₁₋₂₀ alkyl,
-O-(C₁₋₂₀ alkyl)₀₋₁-aryl;
-O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
-O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
-C₁₋₂₀ alkoxycarbonyl;
-S(O)₀₋₂-C₁₋₂₀ alkyl;
-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;
-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
-N(R₃)₂;
-NR₃-CO-O-C₁₋₂₀alkyl;
-N₃;
oxo;
-halogen;
-NO₂;
-OH; and
-SH; or R₄ is



wherein **Y** is ---N--- or ---CR--- ;

R₂ is selected from the group consisting of:

- hydrogen;
- C₁₋₁₀ alkyl;
- C₂₋₁₀ alkenyl;
- aryl
- C₁₋₁₀ alkyl -O-C₁₋₁₀-alkyl;
- C₁₋₁₀ alkyl-O-C₂₋₁₀ alkenyl; and
- C₁₋₁₀ alkyl or C₂₋₁₀ alkenyl substituted by one or more substituents selected from

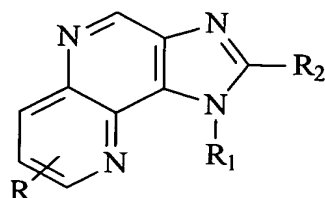
the group consisting of:

- OH;
- halogen;
- N(R₃)₂;
- CO-N(R₃)₂;
- CO-C₁₋₁₀ alkyl;
- N₃;
- aryl;
- heteroaryl;
- heterocyclyl;
- CO-aryl; and
- CO-heteroaryl;

each **R₃** is independently selected from the group consisting of hydrogen and C₁₋₁₀ alkyl;
and

each **R** is independently selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, halogen and trifluoromethyl,
or a pharmaceutically acceptable salt thereof.

22. (currently amended) A compound of formula



wherein

R₁ is selected from the group consisting of:

-hydrogen;

-C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;

-heteroaryl;

-heterocyclyl;

-O-C₁₋₂₀ alkyl,

-O-(C₁₋₂₀ alkyl)₀₋₁-aryl;

-O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;

-O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;

-C₁₋₂₀ alkoxycarbonyl;

-S(O)₀₋₂-C₁₋₂₀ alkyl;

-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;

-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;

-S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;

-N(R₃)₂;

-N₃;

oxo;

-halogen;

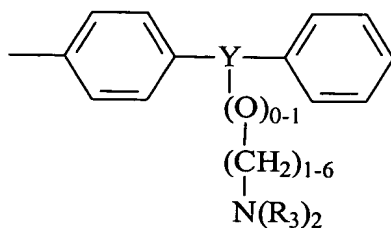
-NO₂;

-OH; and

-SH; and

$-C_{1-20}$ alkyl- NR_3 - Q - X - R_4 or $-C_{2-20}$ alkenyl- NR_3 - Q - X - R_4 wherein Q is $-CO-$ or $-SO_2-$; X is a bond, $-O-$ or $-NR_3-$ and R_4 is aryl; heteroaryl; heterocyclyl; or $-C_{1-20}$ alkyl or C_{2-20} alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

- aryl;
- heteroaryl;
- heterocyclyl;
- O - C_{1-20} alkyl,
- O -(C_{1-20} alkyl) $_{0-1}$ -aryl;
- O -(C_{1-20} alkyl) $_{0-1}$ -heteroaryl;
- O -(C_{1-20} alkyl) $_{0-1}$ -heterocyclyl;
- C_{1-20} alkoxycarbonyl;
- $S(O)_{0-2}$ - C_{1-20} alkyl;
- $S(O)_{0-2}$ -(C_{1-20} alkyl) $_{0-1}$ -aryl;
- $S(O)_{0-2}$ -(C_{1-20} alkyl) $_{0-1}$ -heteroaryl;
- $S(O)_{0-2}$ -(C_{1-20} alkyl) $_{0-1}$ -heterocyclyl;
- $N(R_3)_2$;
- NR_3 - CO - O - C_{1-20} alkyl;
- N_3 ;
- oxo;
- halogen;
- NO_2 ;
- OH; and
- SH; or R_4 is



wherein Y is $-N-$ or $-CR-$;

R₂ is selected from the group consisting of:

- hydrogen;
- C₁₋₁₀ alkyl;
- C₂₋₁₀ alkenyl;
- aryl;
- C₁₋₁₀ alkyl-O-C₁₋₁₀-alkyl;
- C₁₋₁₀ alkyl-O-C₂₋₁₀ alkenyl; and
- C₁₋₁₀ alkyl or C₂₋₁₀ alkenyl substituted by one or more substituents selected from

the group consisting of:

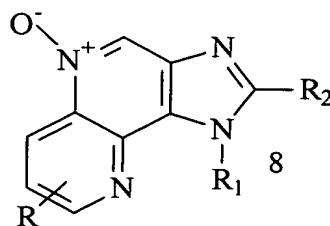
- OH;
- halogen;
- N(R₃)₂;
- CO-N(R₃)₂;
- CO-C₁₋₁₀ alkyl;
- N₃;
- aryl;
- heteroaryl;
- heterocyclyl;
- CO-aryl; and
- CO-heteroaryl;

each **R₃** is independently selected from the group consisting of hydrogen and C₁₋₁₀ alkyl;

and

each **R** is independently selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, halogen and trifluoromethyl, or a pharmaceutically acceptable salt thereof.

23. (currently amended) A compound of formula



wherein

R₁ is selected from the group consisting of:

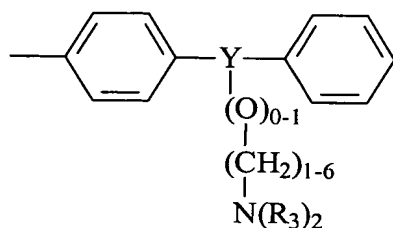
-hydrogen;
 -C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;
 -heteroaryl;
 -heterocyclyl;
 -O-C₁₋₂₀ alkyl,
 -O-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -C₁₋₂₀ alkoxy carbonyl;
 -S(O)₀₋₂-C₁₋₂₀ alkyl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -N(R₃)₂;
 -N₃;
 oxo;
 -halogen;
 -NO₂;
 -OH; and
 -SH; and

-C₁₋₂₀ alkyl-NR₃-Q-X-R₄ or -C₂₋₂₀ alkenyl-NR₃-Q-X-R₄ wherein **Q** is -CO- or -SO₂-; **X** is a bond, -O- or -NR₃- and **R₄** is aryl; heteroaryl; heterocyclyl; or -C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;

-heteroaryl;
 -heterocyclyl;
 -O-C₁₋₂₀ alkyl,
 -O-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -C₁₋₂₀ alkoxy carbonyl;
 -S(O)₀₋₂-C₁₋₂₀ alkyl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -N(R₃)₂;
 -NR₃-CO-O-C₁₋₂₀alkyl;
 -N₃;
 oxo;
 -halogen;
 -NO₂;
 -OH; and
 -SH; or R₄ is



wherein Y is -N- or -CR-;

R₂ is selected from the group consisting of:

-hydrogen;
 -C₁₋₁₀ alkyl;
 -C₂₋₁₀ alkenyl;
 -aryl;
 -C₁₋₁₀ alkyl-O-C₁₋₁₀-alkyl;

-C₁₋₁₀ alkyl-O-C₂₋₁₀ alkenyl; and

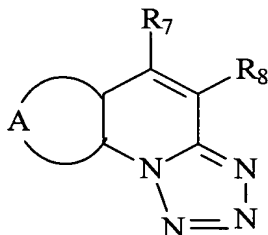
-C₁₋₁₀ alkyl or C₂₋₁₀ alkenyl substituted by one or more substituents selected from the group consisting of:

-OH;
 -halogen;
 -N(R₃)₂;
 -CO-N(R₃)₂;
 -CO-C₁₋₁₀ alkyl;
 -N₃;
 -aryl;
 -heteroaryl;
 -heterocyclyl;
 -CO-aryl; and
 -CO-heteroaryl;

each **R**₃ is independently selected from the group consisting of hydrogen and C₁₋₁₀ alkyl;
 and

each **R** is independently selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, halogen and trifluoromethyl,
 or a pharmaceutically acceptable salt thereof.

24. (currently amended) A compound of formula



wherein

A is =N-CR=CR-CR=; =CR-N=CR-CR=; =CR-CR=N-CR=; or
 =CR-CR=CR-N=;

R₇ is OH, halogen, or NHR₁,

R_1 is selected from the group consisting of:

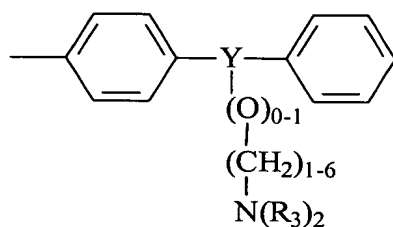
-hydrogen;
- C_{1-20} alkyl or C_{2-20} alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;
-heteroaryl;
-heterocyclyl;
-O- C_{1-20} alkyl,
-O-(C_{1-20} alkyl)₀₋₁-aryl;
-O-(C_{1-20} alkyl)₀₋₁-heteroaryl;
-O-(C_{1-20} alkyl)₀₋₁-heterocyclyl;
- C_{1-20} alkoxycarbonyl;
-S(O)₀₋₂- C_{1-20} alkyl;
-S(O)₀₋₂-(C_{1-20} alkyl)₀₋₁-aryl;
-S(O)₀₋₂-(C_{1-20} alkyl)₀₋₁-heteroaryl;
-S(O)₀₋₂-(C_{1-20} alkyl)₀₋₁-heterocyclyl;
-N(R₃)₂;
-N₃;
oxo;
-halogen;
-NO₂;
-OH; and
-SH; and

- C_{1-20} alkyl-NR₃-Q-X-R₄ or - C_{2-20} alkenyl-NR₃-Q-X-R₄ wherein Q is -CO- or -SO₂-; X is a bond, -O- or -NR₃- and R₄ is aryl; heteroaryl; heterocyclyl; or - C_{1-20} alkyl or C_{2-20} alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;
-heteroaryl;
-heterocyclyl;

$-\text{O}-\text{C}_{1-20}$ alkyl,
 $-\text{O}-(\text{C}_{1-20}$ alkyl) $_{0-1}$ -aryl;
 $-\text{O}-(\text{C}_{1-20}$ alkyl) $_{0-1}$ -heteroaryl;
 $-\text{O}-(\text{C}_{1-20}$ alkyl) $_{0-1}$ -heterocyclyl;
 $-\text{C}_{1-20}$ alkoxycarbonyl;
 $-\text{S}(\text{O})_{0-2}-\text{C}_{1-20}$ alkyl;
 $-\text{S}(\text{O})_{0-2}-(\text{C}_{1-20}$ alkyl) $_{0-1}$ -aryl;
 $-\text{S}(\text{O})_{0-2}-(\text{C}_{1-20}$ alkyl) $_{0-1}$ -heteroaryl;
 $-\text{S}(\text{O})_{0-2}-(\text{C}_{1-20}$ alkyl) $_{0-1}$ -heterocyclyl;
 $-\text{N}(\text{R}_3)_2$;
 $-\text{NR}_3-\text{CO}-\text{O}-\text{C}_{1-20}$ alkyl;
 $-\text{N}_3$;
 oxo;
 -halogen;
 $-\text{NO}_2$;
 $-\text{OH}$; and
 $-\text{SH}$; or R_4 is



wherein Y is $-\text{N}-$ or $-\text{CR}-$;

R_8 is H , NO_2 or NH_2 ;

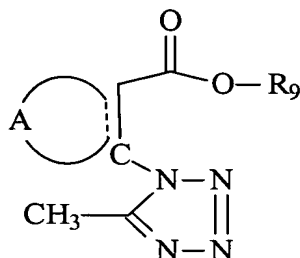
each R_3 is independently selected from the group consisting of hydrogen and C_{1-10} alkyl;

and

each R is independently selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, halogen and trifluoromethyl;

or a pharmaceutically acceptable salt thereof.

25. (currently amended) A compound of formula



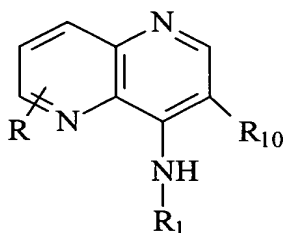
wherein

A is =N-CR=CR-CR=; =CR-N=CR-CR=; =CR-CR=N-CR=; or
=CR-CR=CR-N=;

each R is independently selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, halogen and trifluoromethyl; and

R₉ is H or C₁₋₁₀ alkyl.

26 (currently amended) A compound of formula



wherein

R₁ is selected from the group consisting of:

-C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

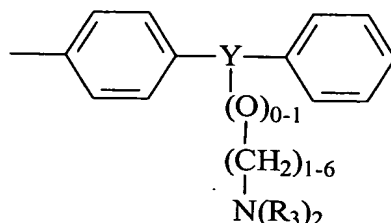
- aryl;
- heteroaryl;
- heterocyclyl;
- O-C₁₋₂₀ alkyl;
- O-(C₁₋₂₀ alkyl)₀₋₁-aryl;
- O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
- O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;

-C₁₋₂₀ alkoxy carbonyl;
 -S(O)₀₋₂-C₁₋₂₀ alkyl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -N(R₃)₂;
 -N₃;
 oxo;
 -halogen;
 -NO₂;
 -OH; and
 -SH; and

-C₁₋₂₀ alkyl-NR₃-Q-X-R₄ or -C₂₋₂₀ alkenyl-NR₃-Q-X-R₄ wherein Q is -CO- or -SO₂-; X is a bond, -O- or -NR₃- and R₄ is aryl; heteroaryl; heterocyclyl; or -C₁₋₂₀ alkyl or C₂₋₂₀ alkenyl that is unsubstituted or substituted by one or more substituents selected from the group consisting of:

-aryl;
 -heteroaryl;
 -heterocyclyl;
 -O-C₁₋₂₀ alkyl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -O-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -C₁₋₂₀ alkoxy carbonyl;
 -S(O)₀₋₂-C₁₋₂₀ alkyl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-aryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heteroaryl;
 -S(O)₀₋₂-(C₁₋₂₀ alkyl)₀₋₁-heterocyclyl;
 -N(R₃)₂;
 -NR₃-CO-O-C₁₋₂₀alkyl;
 -N₃;

oxo;
 -halogen;
 -NO₂;
 -OH; and
 -SH; or R₄ is



wherein Y is -N- or -CR-;

each R₃ is independently selected from the group consisting of hydrogen and C₁₋₁₀ alkyl;

each R is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, halogen and trifluoromethyl; and

R₁₀ is -NO₂ or NH₂;

or a pharmaceutically acceptable salt thereof.

REMARKS

Claims 1-20 are cancelled.

Claims 21-26 are amended. The basis for amending Claim 21 is the requirement for proper valence for the carbon atoms common to the A ring and the adjoining ring. Claim 22 is amended to correct a typographical error in the spelling of the word "consisting" in the definition of R₁. Claims 23 and 26 are amended to insert the word "and" for a proper R₁ Markush group. Claim 24 is amended to include the definition for R₃, basis for which can be found, for example, at page 23, lines 11-12 and page 6, lines 4-5. Claim 25 is amended to include the definition for R, basis for which can be found, for example, at page 24, line 6, and page 6, lines 6-7.

Claims 21-26 are pending.

This is a divisional directed to groups I-V in the restriction requirement applied to parent Application No. 10/406,181. No new matter has been added.